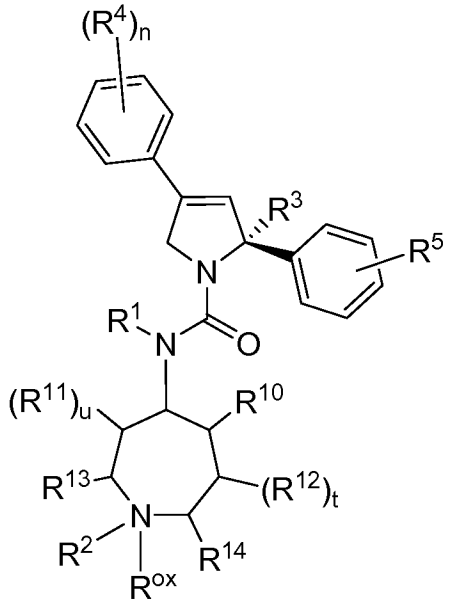
In the claims:

1. (Currently amended) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0, 1 or 2;
u is 0, 1, or 2;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) ~~H~~hydrogen,
2) C_1-C_{10} alkyl;
3) C_1-C_{10} alkyl-O-R^d,
4) C_2-C_{10} alkenyl-O-R^d,
5) C_2-C_{10} alkynyl-O-R^d,
6) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl-O-R^d,
7) C_1-C_{10} alkyl-(C=O)$_b$-N$R^cR^{c'}$,
8) C_2-C_{10} alkenyl-(C=O)$_b$N$R^cR^{c'}$,
9) C_2-C_{10} alkynyl-(C=O)$_b$N$R^cR^{c'}$,
10) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl-(C=O)$_b$N$R^cR^{c'}$,
11) C_1-C_{10} alkyl-S(O)$_m$-R^d,
12) C_2-C_{10} alkenyl- S(O)$_m$-R^d,
13) C_2-C_{10} alkynyl- S(O)$_m$-R^d,
14) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl- S(O)$_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) (C=O)$_a$O$_b$$C_1$-$C_{10}$ alkyl,
2) (C=O)$_a$O$_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) O$_b$$C_1$-$C_6$ perfluoroalkyl,
8) O$_a$(C=O)$_b$NR^8R^9,
9) S(O)$_m$$R^a$,
10) S(O)$_2$NR^8R^9,
11) –OPO(OH)$_2$;

said alkyl~~,~~ and aryl~~, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;

2) $(C=O)_aO_bC_1$-C_{10} alkyl,
3) $(C=O)_aO_b$aryl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,
10) $S(O)_mR^a$,
11) $S(O)_2NR^8R^9$,
12) $-OPO(OH)_2$;

said alkyl~~,~~ and aryl~~, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $(C=O)_rN(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,

9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{10} is selected from: H and F;

R^{11} and R^{12} are independently selected from: F and $–CH_2F$;

R^{13} and R^{14} are independently selected from: H and $–CH_2F$;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$~~, optionally substituted with one, two or three substituents selected from R^7~~;

R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, -$(C_1$-$C_6)$alkyl-OH, -$(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and -$(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

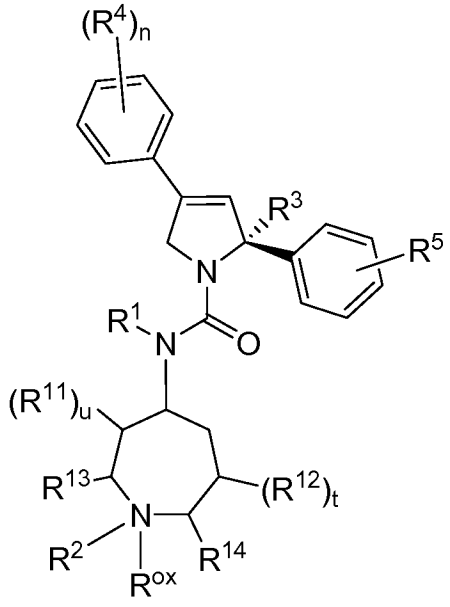
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_2\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl~~, optionally substituted with one, two or three substituents selected from R^7~~; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

2. (Currently amended) The compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;
u is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) hydrogen;
2) $C_1\text{-}C_{10}$ alkyl;
3) $C_1\text{-}C_{10}$ alkyl-O-R^d,
4) $C_2\text{-}C_{10}$ alkenyl-O-R^d,

5) C_2-C_{10} alkynyl-O-R^d,
6) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl-O-R^d,
7) C_1-C_{10} alkyl-(C=O)$_b$-$NR^cR^{c'}$,
8) C_2-C_{10} alkenyl-(C=O)$_b$$NR^cR^{c'}$,
9) C_2-C_{10} alkynyl-(C=O)$_b$$NR^cR^{c'}$,
10) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl-(C=O)$_b$$NR^cR^{c'}$,
11) C_1-C_{10} alkyl-S(O)$_m$-R^d,
12) C_2-C_{10} alkenyl- S(O)$_m$-R^d,
13) C_2-C_{10} alkynyl- S(O)$_m$-R^d,
14) (C_1-C_6-alkylene)$_n$$C_3$-$C_8$ cycloalkyl- S(O)$_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) (C=O)$_a$O$_b$$C_1$-$C_{10}$ alkyl,
2) (C=O)$_a$O$_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) O$_b$$C_1$-$C_6$ perfluoroalkyl,
8) O$_a$(C=O)$_b$$NR^8R^9$,
9) S(O)$_m$$R^a$,
10) $S(O)_2NR^8R^9$, and
11) –$OPO(OH)_2$;

said alkyl~~,~~ and aryl~~, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;
2) (C=O)$_a$O$_b$$C_1$-$C_{10}$ alkyl,
3) (C=O)$_a$O$_b$aryl,
4) CO_2H,

5) halo,
6) CN,
7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,
10) $S(O)_mR^a$,
11) $S(O)_2NR^8R^9$,

said alkyl~~,~~ and aryl~~, alkenyl, alkynyl, heterocyclyl, and cycloalkyl~~ optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,

3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$; and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{11} and R^{12} are independently selected from: F and $–CH_2F$;

R^{13} and R^{14} are independently selected from: H and $–CH_2F$, provided that when t is 1, R^{14} is H; and when u is 1, R^{13} is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$or $S(O)_2R^a$~~, optionally substituted with one, two or three substituents selected from R^7~~;

$R^c$and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

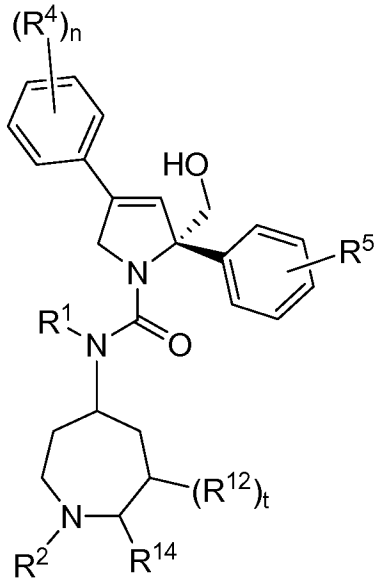
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_2\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-N$(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl~~, optionally substituted with one, two or three substituents selected from R^7~~; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

3. (Currently amended) The compound according to Claim 2 of the Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

1) halo,
2) OH,
3) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^5 is selected from:

1) hydrogen,
2) halo,
3) OH,
4) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^7 is selected from:

1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,

14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{12} is selected from: F and $-CH_2F$;

R^{14} is selected from: H and $-CH_2F$, provided that when t is 1, R^{14} is H;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$ or $S(O)_2R^a$~~, optionally substituted with one, two or three substituents selected from R^7~~;

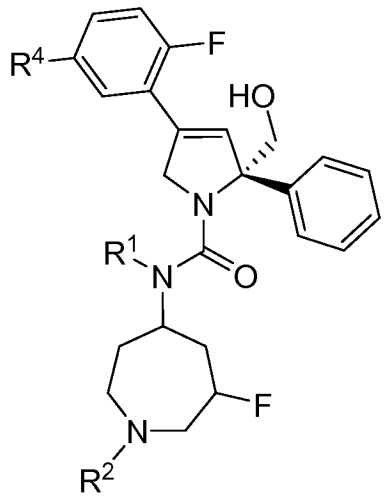
R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl~~, optionally substituted with one, two or three substituents selected from R^7~~; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

4. (Currently amended) The compound according to Claim 3 of the Formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 and R^2 are independently selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

1) halo,
2) OH,
3) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^7 is selected from:

1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,

4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$ or $S(O)_2R^a$~~, optionally substituted with one, two or three substituents selected from R^7~~;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl~~, optionally substituted with one, two or three substituents selected from R^7~~; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

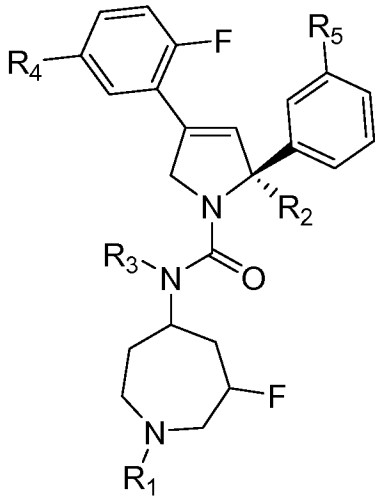
5. (Original) A compound selected from:

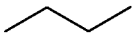
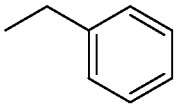
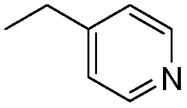
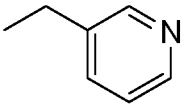
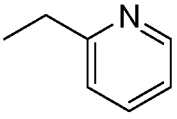
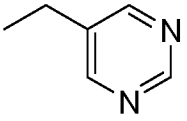
(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*R*,6*S*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

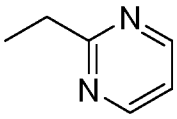
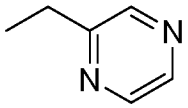
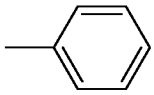
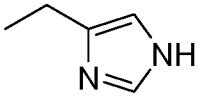
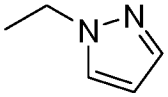
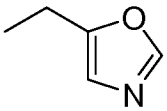
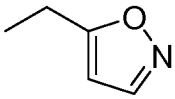
(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*S*,6*R*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

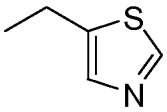
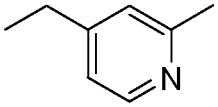
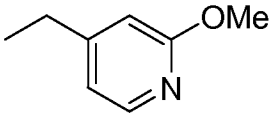
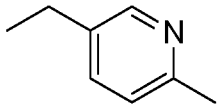
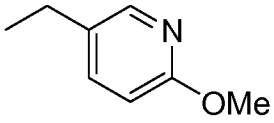
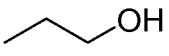
or a pharmaceutically acceptable salt thereof.

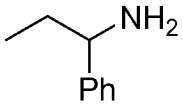
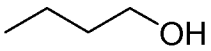
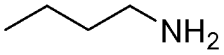
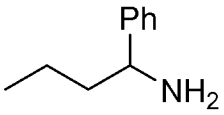
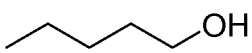
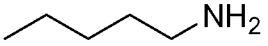
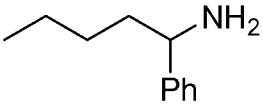
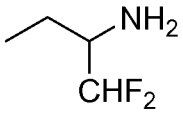
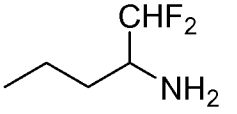
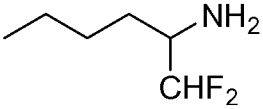
6. (Currently amended) The compound ~~according to Claim 1~~ which is selected from:

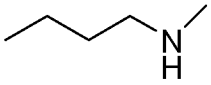
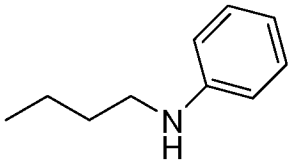
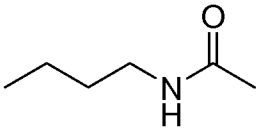
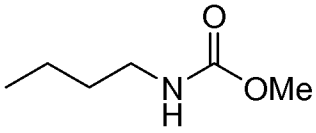
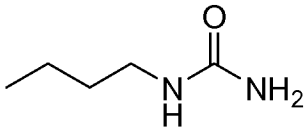
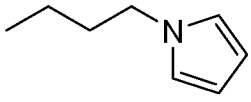


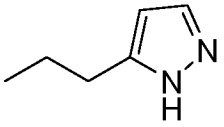
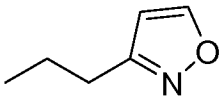
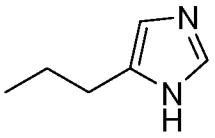
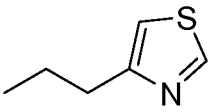
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

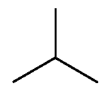
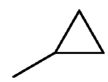
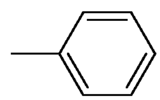
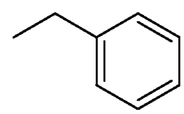
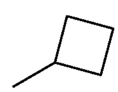
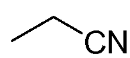
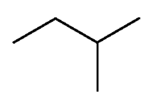
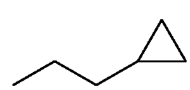
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

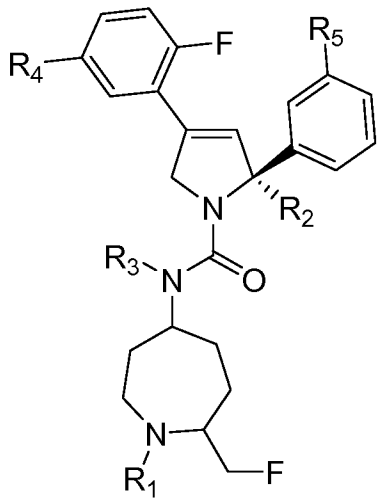
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

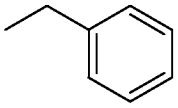
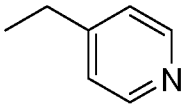
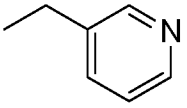
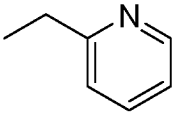
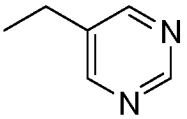
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

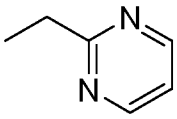
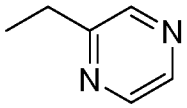
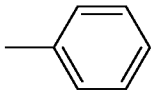
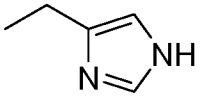
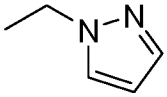
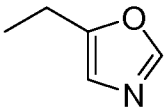
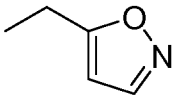
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

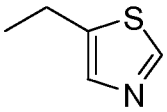
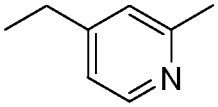
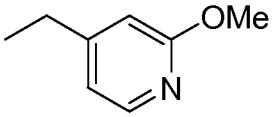
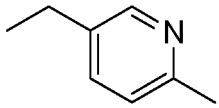
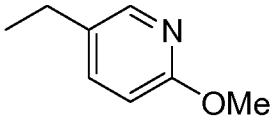
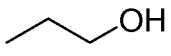
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

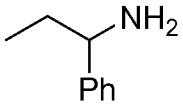
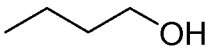
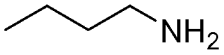
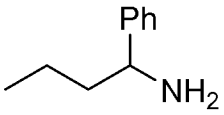
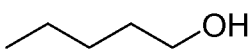
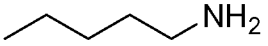
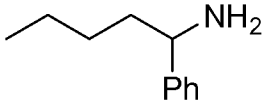
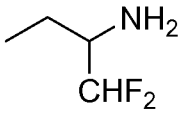
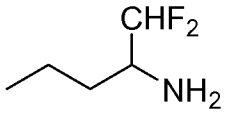
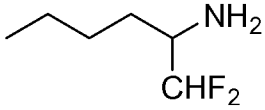
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

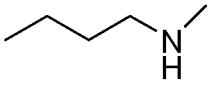
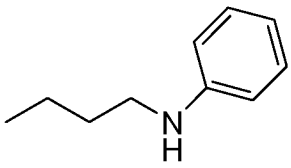
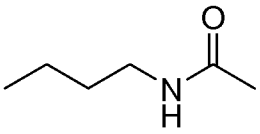
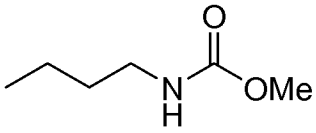
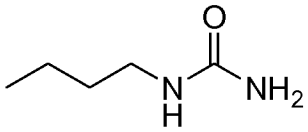
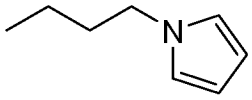


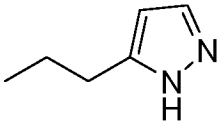
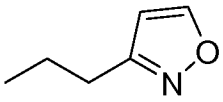
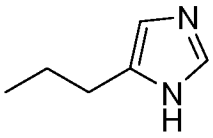
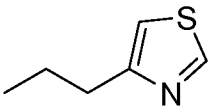
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

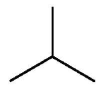
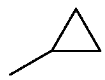
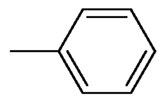
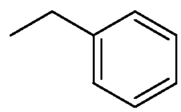
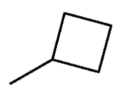
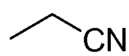
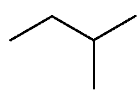
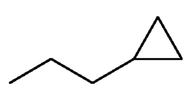
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

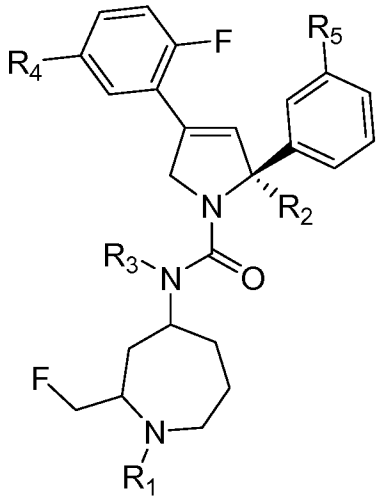
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

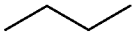
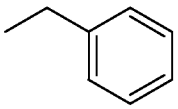
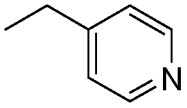
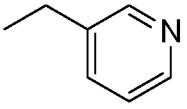
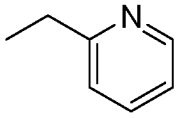
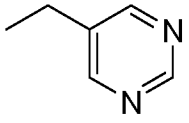
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

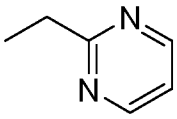
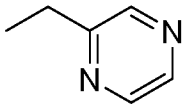
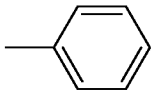
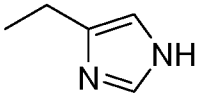
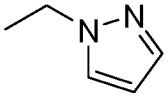
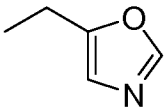
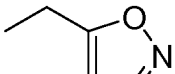
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

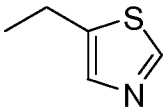
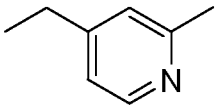
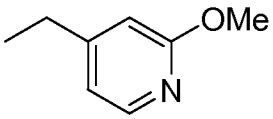
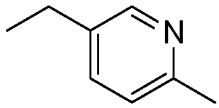
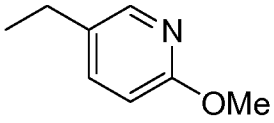
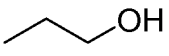
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

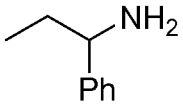
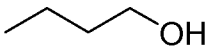
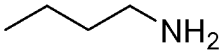
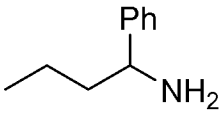
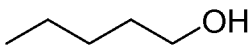
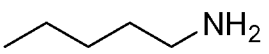
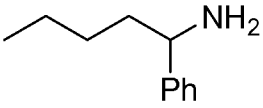
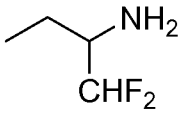
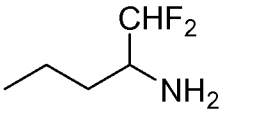
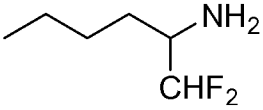
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

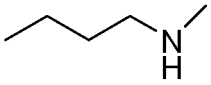
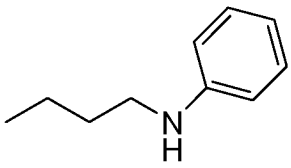
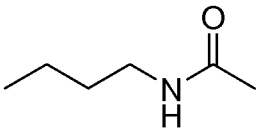
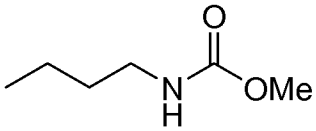
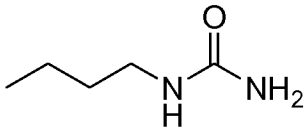
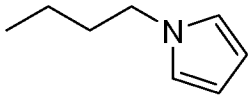


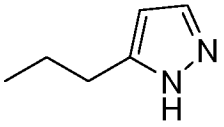
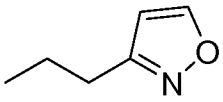
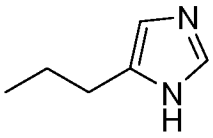
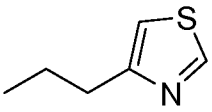
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

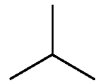
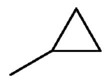
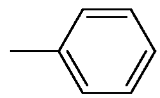
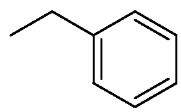
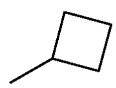
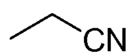
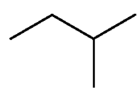
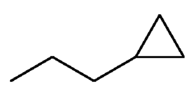
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

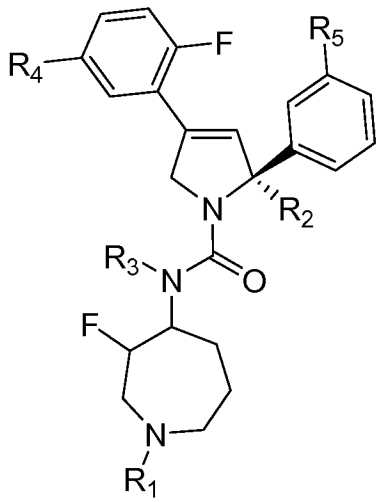
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

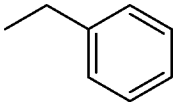
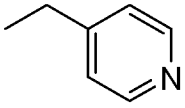
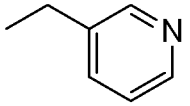
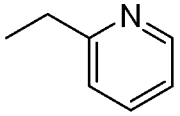
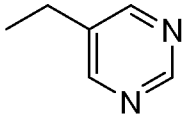
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

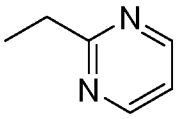
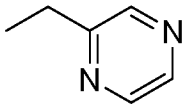
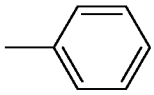
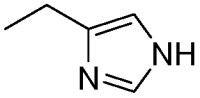
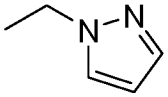
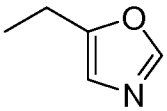
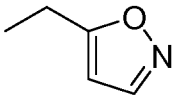
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

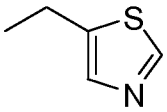
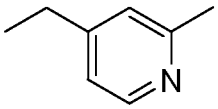
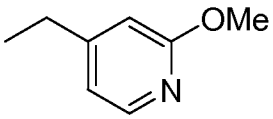
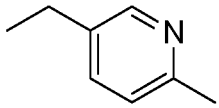
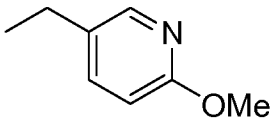
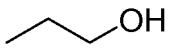
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

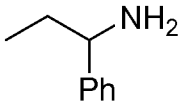
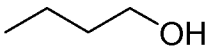
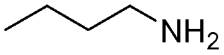
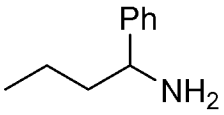
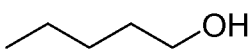
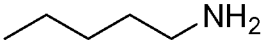
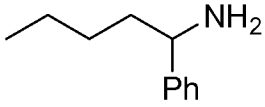
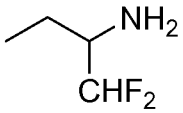
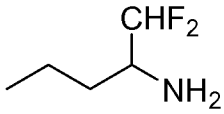
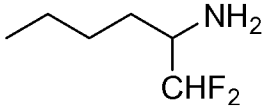
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

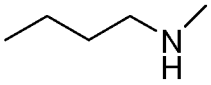
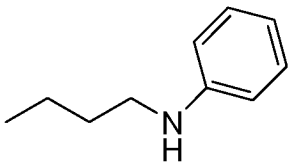
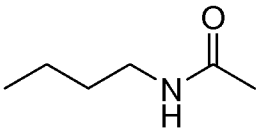
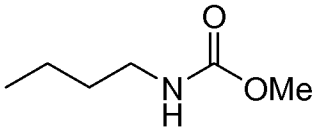
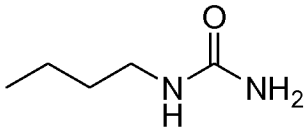
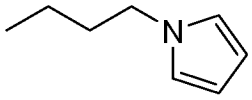


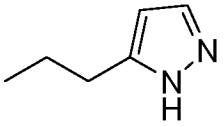
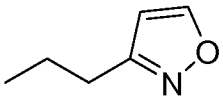
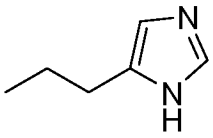
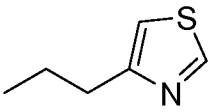
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

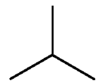
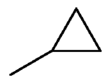
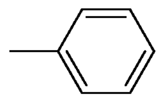
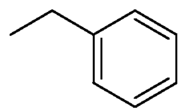
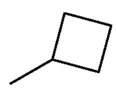
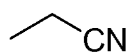
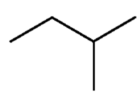
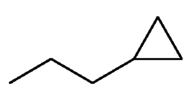
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8.-10. Cancelled

11.-19. Previosuly cancelled

20.-23. Cancelled

24.-26. Previously cancelled

27.-28. Cancelled

29. Previosuly cancelled

30.-33. Cancelled